

# FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

OMB APPROVAL

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response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

| 1. Name and Address of Reporting Person *<br><b>Golzadeh Nasim</b>          |                                      | 2. Issuer Name and Ticker or Trading Symbol<br><b>SHOTSPOTTER, INC [SSTI]</b>           |                                | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br>____ Director _____ 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below)<br><b>SVP Customer Support</b> |   |            |       |   |  |   |
|---|--------------------------------------|---|--------------------------------|--|---|------------|-------|---|--|---|
| (Last) (First) (Middle)<br><b>C/O SHOTSPOTTER, 7979 GATEWAY BLVD, # 210</b> |                                      | 3. Date of Earliest Transaction (Month/Day/Year)<br><b>03/07/2019</b>                   |                                |  |   |            |       |   |  |   |
| (Street)<br><b>NEWARK, CA 94560</b>   |                                      | 4. If Amendment, Date Original Filed(Month/Day/Year)                                    |                                | 6. Individual or Joint/Group Filing(Check Applicable Line)<br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br>____ Form filed by More than One Reporting Person  |   |            |       |   |  |   |
| (City) (State) (Zip)  |                                      | <b>Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned</b> |                                |  |   |            |       |   |  |   |
| 1. Title of Security (Instr. 3)   | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year)                                      | 3. Transaction Code (Instr. 8) |  | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) |            |       | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|   |                                      |   | Code                           | V  | Amount  | (A) or (D) | Price |   |  |   |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.** SEC 1474 (9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) |   | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) |     | 6. Date Exercisable and Expiration Date (Month/Day/Year) |                 | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) |                            | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Following Report Transa (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|---|-----|--|-----------------|---|----------------------------|--|---|
|  |  |                                      |  | Code                           | V | (A)   | (D) | Date Exercisable   | Expiration Date | Title   | Amount or Number of Shares |  |   |
| Stock Option (Right to Buy)                | \$ 44.95   | 03/07/2019                           |  | A                              |   | 50,000  |     | (1)  | 03/06/2029      | Common Stock  | 50,000                     | \$ 0                                       | 50,   |

## Reporting Owners

| Reporting Owner Name / Address | Relationships |           |         |       |
|--------------------------------|---------------|-----------|---------|-------|
|                                | Director      | 10% Owner | Officer | Other |
|                                |               |           |         |       |

|   |  |  |                      |  |
|---|--|--|----------------------|--|
| Golzadeh Nasim<br>C/O SHOTSPOTTER<br>7979 GATEWAY BLVD, # 210<br>NEWARK, CA 94560 |  |  | SVP Customer Support |  |
|---|--|--|----------------------|--|

## Signatures

|  |  |                     |
|--|--|---------------------|
| /s/ Nasim Golzadeh                             |  | 03/20/2019          |
| <small>**Signature of Reporting Person</small> |  | <small>Date</small> |

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
  - \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) 25% of the grant vests on the one-year anniversary of March 7, 2019 and then following such one-year anniversary, 1/48th of the grant vests monthly for 36 months, subject to Reporting Person's Continuous Service.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.